

## **By-Laws Plymouth Canton Cruisers**

### **Article I - Name**

- Section 1: This non-profit corporation qualified under 26 USC 501(c)(3), and is incorporated, organized and known as the Plymouth Canton Cruisers (hereinafter referred to as "PCC" or the "Club") shall be managed at all times in such a manner as to qualify PCC for the 501(c)(3) exemption.
- Section 2: The office address of PCC shall be 41000 Woodward Ave Ste. 345-EAST Bloomfield Hills, MI 48304.
- Section 3: The fiscal year of PCC shall commence on the first day of January each year and terminate on the 31st day of December of that year.
- Section 4: PCC shall be managed by a Board of Directors, herein called the "Board", acting in accordance with these Bylaws.

### **Article II - Purpose**

- Section 1: To uphold the standards of "USA Swimming, Inc." (USA Swimming) and "Michigan Swimming, Inc." (Michigan Swimming) as they relate to competitive swimming.
- Section 2: To promote organized age group competitive swimming at all levels of competition.
- Section 3: To provide all levels of swimming activity through competitive swimming programs geared to each swimmer's ability. The emphasis will be on providing the maximum opportunity for competition for all swimmers.
- Section 4: To aid in the development of good character in young men and women who participate in competitive swimming activities.
- Section 5: To develop physical fitness through regular planned programs of vigorous physical activity.

### **Article III - Membership**

- Section 1: The benefits and services of PCC shall be made available to any boy or girl who desires to participate in the program sponsored by the club and who is physically able to do so, regardless of race, color, religion, sex, or national origin.
- Section 2: There shall be two classes of membership in PCC: 1) Regular Members and Competitor Members. Regular Members shall be defined as the parents or legal guardians of Competitor Members. Competitor Members shall be those swimmers who are athletes of PCC.
- Section 3: No Member shall be a Member of PCC unless that Member has submitted the applicable dues and fees and remains current. Each Competitive member must also be a member of "USA Swimming", and will not be released to another USA Swimming swim team until all outstanding debts are paid to PCC.

- Section 4: Membership may be limited in number due to the availability of coaching and facilities and Membership shall be available to anyone who qualifies under Article III. Potential members will be added to the PCC waitlist and will have the opportunity to join the team in accordance with the waitlist policy.
- Section 5: Each Member Family in PCC shall be entitled to 1 vote in the affairs of the Club whenever Club business is undertaken at any General or Special meetings. For the purposes of these bylaws, a Member Family is defined as the Regular Members and the Competitive Members that comprise a "family" as that term is defined by law.
- Section 6: Membership shall terminate automatically if the requirements of Article III, are not met. A Member may resign their membership at any time by written notice to the Secretary, but the resignation will not be effective until all obligations to PCC have been paid in full.

#### Article IV - Dues, Fees, and Participation

- Section 1: Dues and fees shall be established by the Board in such a manner to be sufficient to provide for the anticipated expenses of the Club.
- Section 2: The Board of Directors shall be responsible for establishing the payment schedule and the appropriate policies governing payment of said dues and fees.
- Section 3: All members must enroll in the ACH payment system utilized by the Club. USA Membership Registration fees will be collected in the fall. If the club is unable to collect from a member's account due to insufficient funds or inaccurate account information, the member's account will be assessed a \$10 late fee and be subject to the provisions of article IV, section 4.
- Section 4: If any monies remain unpaid at the time of registration the member will be informed in writing, which may include but is not limited to electronic mail, that their account is "Past Due". All monies due shall be paid prior to registration. All swimmers on the account will be suspended and will not be allowed to participate in any further swim practice or swim meet until the debt has been settled in full. Special circumstances may be given under the discretion of the Board.
- Section 5: Change in Swimmers Group Status – In the event that a group assignment of a member's child is changed during the year, the resulting change in dues or fees shall be computed on a pro rata basis and will be paid by the beginning of the month. Extra dues or fees will be collected via ACH at the beginning of the next month. Excess dues or fees paid shall be promptly refunded.
- Section 6: Refunds - There shall be no refund of dues, or release of obligation to pay dues, except as follows:
- (a) Change in Competitive Members Group Status – In accordance with Article IV, Section 5.
  - (b) Special Situations - The Board, in the event of special situations, may authorize the refund of dues on a monthly pro rata basis. It must be approved by a 2/3 majority vote of the full Board.

- Section 7: Joining Mid-season – Any member joining the Club mid-season will receive a prorated registration fee. All fees will be made prior to their joining the club. All other requirements contained within Article IV will then apply.
- Section 8: Participation – A quality program as conducted by the Club requires the active participation of all Members in the hosting and staffing of swim meets at various levels of competition, in the operation and maintenance of the necessary facilities, in meeting and fulfilling practice group expectations and requirements as established by the coaching staff, and in other Club activities. Membership carries with it the obligation to participate in these activities to the extent and in accordance with such rules and regulations as the Board shall promulgate to assure that these obligations are fairly shared by all Members. For meets hosted by PCC, the Board in its sole discretion, may assess a fee to members who do not meet the volunteer requirements. The requirements will be established by the Board and communicated to the members prior to the scheduled date of the meet.
- Section 9: Meetings of the Membership: The Membership shall meet as often as meetings are called by the Board, but not less than once each calendar year to elect Directors and to conduct such other business as may come before the membership, including but not limited to amending the bylaws as addressed in Article IX, Section 2, herein. Except for the approval of such amendments, which specifically requires 2/3 (two thirds) of the members present at such meeting to approve, any other action may be approved by a majority of the members present at such meeting. Notice of any meeting must be provided to each Member Family at least seven (7) but not more than thirty (30) days prior to the meeting. All Member Families in good standing as of the date of the notice of such meeting are entitled to attend and to cast one (1) vote. AT THE SOLE DISCRETION OF THE BOARD, AND PROVIDED IT IS ANNOUNCED IN THE NOTICE OF SUCH MEETING, BEING "PRESENT AT SUCH MEETING" MAY INCLUDE PARTICIPATING OR VOTING PRIOR TO THE MEETING VIA ELECTRONIC MEANS.

#### Article V - Board of Directors

- Section 1: The Board of Directors shall consist of 9 voting members: a President, Vice-President, Secretary, Treasurer, Head Coach, and 4 Members-at-Large. Each Director shall have one vote.
- Section 2: The term of each Director shall be 2 years. The maximum period an individual may serve on the Board (other than Head Coach), will not exceed 8 consecutive years. Only one member from the same family can be on the Board at any one time. Candidates for the Board must be Members in good standing and shall exclude employees of PCC or their spouses. Candidates must be with the club for a minimum of one full season before running for the Board. The Head Coach may serve on the Board without any limitation as to the number of years.

### Section 3: Election of Directors

(a) Nominating Committee – The current President will appoint a Nominating Committee and its Chair consisting of all retiring officers of the Board and 2 other members of the Board of Directors. It shall be the duty of the committee to prepare a slate of candidates to fill vacancies on the Board created by expiring terms. Such candidates shall have given their consent prior to nomination. Service on the Nominating Committee shall not disqualify a Member from nomination. Consideration shall be given to maintaining a reasonably balanced representation of all PCC sponsored age groups on the Board.

(b) Nominations – The Board of Directors shall approve the nominees prior to distribution of the proposed slate to the PCC membership. The report of the Nominating Committee shall be distributed to all PCC members at least 2 weeks prior to the election meeting. Additional nominations from the floor will be accepted at the time of the election with the consent of the nominee.

(c) Elections – Election of new Directors may be conducted by way of electronic or ballot vote. Voting will be conducted after the nominations are closed. Nominees receiving the greatest number of votes will take office immediately following the close of the election. If nominations are contested or the verbal balloting is very close, a subsequent secret written or electronic ballot will be conducted with each Membership family having one member vote. The Incumbent Secretary and 3 other Board members, as designated by the President, shall tally the votes. The Nominating Committee will have prepared appropriate ballots for this meeting. After the general election, the Board of Directors shall elect the Officers of the Corporation. The Officers of the Corporation will serve a 1 year term and are eligible for re-election. A Director may not be elected the President or Treasurer within the first year of his/her Board of Director term.

(d) Vacancies – Should vacancies occur on the Board for any reasons other than normal term expiration, the President shall invite a Club Member to serve out the remainder of the term subject to the approval of the majority of the Board of Directors. If the Presidency becomes vacant, the Board shall elect a President from the existing Board members to complete the President's term, by majority vote.

Section 4: Removal of Directors from Office – Any Director may be removed from office with or without cause, by 2/3rd majority vote of all other Board members. Missing more than 4 Board meetings during each year of the term may constitute cause for removal. The Members of the Club, by resolution passed by 2/3rd majority of the Membership, at a General or Special meeting with notice specifying the intention to present such resolution for a vote, may remove any Director.

Section 5: Meeting of the Board – Meetings of the Board of Directors may be held no less frequently than six (6) times per year and shall be open to the Membership. A minimum of five of the voting members of the Board of Directors shall constitute a quorum. Except as otherwise provided in these bylaws or in the Articles of Incorporation as amended, the act of the majority of the Board members present at which a quorum is present shall be the act of the Board of Directors. Three days notice will be given all Directors of special meetings called by the President or by the majority of Directors.

- Section 6: Role of the Executive Committee and Meetings -The Executive Committee shall consist of Officers of the Board and Committee Chairs and shall be responsible for the overall management and communication of all PCC activities. Regular meetings of the Executive Committee shall be held at least three times during a year at such time, place and mode of meetings as the President may determine. The President may call special meetings of the Executive Committee as he/she deems necessary.
- Section 7: Powers of the Board – The Board shall regulate and supervise the management and operations of the Club. It shall attend to all internal affairs of the Club, shall make such arrangements for carrying on the business as it deems best and in addition to the powers by these bylaws expressly conferred upon the Board, it may exercise all the powers of the Club and to all such lawful acts and things as are not by statute or by the Articles of Incorporation, required to be done or exercised by the Members. The control of the Board over these affairs of the Club shall be subject to any action from time to time taken by a 2/3rds vote of the Members of the Club.
- (a) These powers shall include budget preparation and approval, adoption of rules and regulations pertaining to Club operations, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Club.
- (b) The Board has the authority to establish committees as it may affect and promote the interests and activities of the Club. Such committees may be comprised of both Directors and other Regular Members.
- (c) The Board may delegate the day to day operations of PCC to the Head Coach. The Head Coach’s rights and responsibilities shall be governed by his or her contract with the club.

#### Article VI - Officers : Powers and Duties

Section 1: The President shall:

- (a) Preside at all meetings of members of the Board, have general and active management of the business of the Club, and see that all orders and resolutions of the Board are carried into effect.
- (b) Chair any Regular or Special meetings of the Membership.
- (c) Appoint any committees, special or standing, subject to approval of the Board, to undertake specific projects or otherwise to further the interests of the Club.
- (d) Perform such other duties as the Board may direct.
- (e) Break all voting ties at Board or Membership meetings.

Section 2: The Vice-President shall:

- (a) In the absence of the President, or in case of the President’s inability to perform the duties of the President, in conjunction with the Secretary, will have all the powers of the President, and the two of them acting together shall see that all orders and resolutions of the Board are carried into effect.
- (b) Shall be responsible for the development and maintenance of a volunteer base within the Club.
- (c) Shall work in conjunction with the President and the Board to perform any duties as each may direct.
- (d) Maintain the communication system between the Board and the membership.

Section 3: The Secretary shall:

- (a) Record and keep the minutes of all meetings of the Board of Directors or Members or both, which shall be presented before the next applicable meeting for approval.
- (b) Be responsible for the timely sending of notices of meetings and for keeping Members informed of actions by the Board or of issues that the Board or other Members may bring before the Membership.
- (c) Conduct the general correspondence of the Club and perform such duties as are appropriate for the office of Secretary or as the Board directs.

Section 4: The Treasurer shall:

- (a) Keep correct and complete records showing accurately at all times the financial condition of the Club.
- (b) Collect and deposit all monies and other properties in the name of and to the credit of the Club in such depositories as the Board may direct.
- (c) Disburse the funds of the Club as ordered by the Board, keeping proper records of such disbursements.
- (d) Serve as ex-officio member of all standing and special committees concerning Membership, Budget, Grants, and Finance.
- (e) Perform any other duties as are appropriate for the office of Treasurer or as the Board may direct.
- (f) Be able to be bonded as provided in Article VII, Section 5.
- (g) The duties enumerated herein may be delegated, at the sole discretion of the Board, to an individual employed or contracted by the club and managed by the Board.

Section 5: Members-at-Large shall:

- (a) Each have a 2 year term and each shall have one vote on the Board of Directors. They may or may not head a Club committee.

Section 6: Indemnification of Directors of the Board – The personal liability is eliminated concerning a volunteer Director or volunteer officer to the Corporation, its shareholders, or its Members for monetary damages for a breach of the Director's or officer's fiduciary duty. The provision does not eliminate or limit the liability of a Director or officer for any of the following:

- (a) A breach of the Director's or officer's duty of loyalty to the Corporation, or its members.
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
- (c) A violation of MCLA, Section 450.2551(1) \*\*See Addendum\*\*
- (d) A transaction from which the Director or officer derived an improper personal benefit.
- (e) A act or omission occurring before the effective date of the provision granting limited liability.
- (f) An act or omission that is grossly negligent.

The Club assumes all liability to any person other than the Club, or its Members for all acts or omissions of a volunteer Director incurred in the good faith performance of the volunteer Director's duties. The Club holds harmless and assumes the liability for all acts or omissions of a volunteer Director, volunteer officer, or other volunteer occurring on or after the effective date of these bylaws granting limited liability if all of the following are met:

- (a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- (b) The volunteer was acting in good faith.
- (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- (d) The volunteer's conduct was not an intentional tort.
- (e) The volunteer's conduct was not a tort out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

## Article VII - Accounting, Budget, and Finance

### Section 1: Audits and Taxes

- (a) The Head Coach, Treasurer, and President shall meet 2 times each year to review the financial books of the Club.
- (b) A Certified Public Accountant ("CPA") shall prepare the tax returns for the Club each year and the CPA shall be chosen and approved by the Board of Directors.

Section 2: Budget – A budget for the next fiscal year shall be prepared by the Treasurer, Head Coach, and President of PCC. The budget must be approved by a 2/3rds majority of the Board of Directors.

Section 3: Contracts - Contracts for personal services that are longer than a 12 month term shall require a 2/3rds majority of the Board of Directors. Contracts involving loans, employees, leases or other obligations of more than 24 months duration shall have to be approved or ratified by a majority of the Board of Directors of the Club.

Section 4: Reimbursement – Officers, Directors, or Members may be reimbursed for reasonable out of pocket expenses made on behalf of the Club, but who shall otherwise not be compensated monetarily.

Section 5: Bonding – All Directors or employees who are responsible for any of the funds of the Club shall be bonded by an insurance company. (For example, Treasurer, business manager, etc.)

Section 6: All Club funds shall be invested in reputable accounts and insured by the FDIC.

## Article VIII - Committees

Section 1: Committees – These committees are established by these bylaws with duties and responsibilities as described herein. All powers assigned to committees are subject to the authority of the Board. Not all committees will be active at any given time, and their operation is at the discretion of the Board.

(a) Executive Committee – The Executive Committee shall be chaired by the President and shall consist of the officers of the Club and Committee Chairs and shall conduct such business as is deemed necessary by the President or the Board of Directors.

(b) Finance Committee – Chaired by the Treasurer, this committee shall be responsible for budget preparation, management of expenses, recording of dues and entry fees, incentive programs, fee structure, and any other financial matters pertinent to Club operations.

(c) Fundraising/Development Committee – This committee shall concern itself with fundraising options for the Club and development thereof. It shall be chaired by a Member-at-Large from the Board of Directors.

(d) Swim Meet Committee – This committee shall be co-chaired by the Meet Director and Meet Manager and shall be involved in all activities concerned with running PCC sponsored swim meets.

(e) Apparel Committee – The Apparel Committee shall be responsible for all functions related to the selection, acquisition, and distribution of team apparel and related items and shall be chaired by a Club Member, designated by the Vice-President.

(g) Activities Committee – Shall involve Club sponsored activities which benefit the swimmers and shall be chaired by a Club Member, and designated by the Vice-President.

(h) Special Events Committee – Shall be responsible for making recommendations and implementing all special events to be conducted by the Club. A chairperson shall be designated by the President.

(i) Nominating Committee – See Article V, Section 3.

(j) Special Committees – These committees shall be established by the President or the Board with their duties and powers subject to the authority of the Board. A chairperson shall be designated by the President.

## Section 2: Committee Reporting

a. Appropriate committees as determined by the Board, may be called to give a report of their activities to the Board at regularly scheduled monthly Board meetings.

## Article IX - Bylaws and Rules of Order

Section 1: Bylaws – These bylaws, duly adopted on \_\_\_\_\_, 2012 (date will be inserted upon approval), succeed and take the place of any and all bylaws and amendments thereto, which are declared null and void.

Section 2: Amendments – Amendments to these bylaws can be made by a two-thirds (2/3) vote of the membership. See Article IV, Section 9 for notice requirements and provisions for electronic participation at the Board's discretion.



Section 3: Interpretation – Any question as to the proper interpretation of any provision of these bylaws shall be determined by the Board.

Section 4: In the event that important Club business must be voted on between regular Club meetings, a vote by each individual Board member may be taken by telephone or electronically and tallied by the President and Secretary. That result shall be the will of the Board as long as a quorum is satisfied.

*Addendum:*

NONPROFIT CORPORATION ACT (EXCERPT)  
Act 162 of 1982

450.2551 Liability of directors for certain corporate actions; liability of shareholder or member accepting or receiving unauthorized distribution.

Sec. 551.

(1) In addition to any other liability imposed by this act or other law upon directors of a corporation, directors who vote for, or concur in, any of the following corporate actions are jointly and severally liable to the corporation for the benefit of its creditors, shareholders, or members, to the extent of any legally recoverable injury suffered by such persons as a result of the action but not to exceed the amount unlawfully paid or distributed:

(a) Distribution of assets to shareholders or members contrary to this act or contrary to any restriction in the articles of incorporation or bylaws.

(b) Purchase of shares or memberships of the corporation contrary to this act or contrary to any restriction in the articles or bylaws.

(c) Distribution of assets to shareholders or members during or after dissolution of the corporation without paying, or adequately providing for, all known debts, obligations, and liabilities of the corporation.

(d) Making of a loan to an officer, director, or employee of the corporation or of a subsidiary thereof contrary to this act.

(2) A director is not liable under this section if the director has complied with section 541.

(3) A shareholder or member who accepts or receives a distribution with knowledge of facts indicating it is not authorized by this act is liable to the corporation in the amount accepted or received by the shareholder or member.